

1 D. ANTHONY RODRIGUEZ (CA SBN 162587)  
2 EVI K. SCHUELLER (CA SBN 237886)  
3 MORRISON & FOERSTER LLP  
4 425 Market Street  
5 San Francisco, California 94105-2482  
Telephone: 415.268.7000  
Facsimile: 415.268.7522  
Email: DRodriguez@mofo.com  
Email: ESchueller@mofo.com

6 MICHAEL B. FISCO (MN No. 175341)  
7 ABBY E. WILKINSON (MN No. 0313981)  
*(Pro hac applications granted)*  
8 FAEGRE & BENSON LLP  
9 90 South Seventh Street, Suite 2200  
Minneapolis, Minnesota 55402-3901  
Telephone: 612.766.7000  
Facsimile: 612.766.1600  
Email: [mfisco@faegre.com](mailto:mfisco@faegre.com)  
Email: [awilkinson@faegre.com](mailto:awilkinson@faegre.com)

11 Attorneys for Defendant U.S. Bank Trust National Association,  
12 in its capacity as Indenture Trustee

17 FINISAR CORPORATION, a Delaware corporation,

18 Plaintiff,  
19 v.

20 U.S. BANK TRUST NATIONAL  
21 ASSOCIATION, a national banking association,  
22 not in its individual capacity, but solely in its  
23 capacity as Indenture Trustee on behalf of all  
24 Holders of Finisar Corporation's 5 1/4%  
Convertible Subordinated Notes due 2008, 2 1/2%  
Convertible Senior Subordinated Notes due 2010,  
and 2 1/2% Convertible Subordinated Notes due  
2010, and DOES 1 through 10, inclusive,

## 25 || Defendants.

Case No. C 07-4052 JF (PVT)

**DEFENDANT U.S. BANK  
TRUST NATIONAL  
ASSOCIATION'S WRITTEN  
CONSENT TO FILING OF  
FIRST AMENDED COMPLAINT**

[Fed. R. Civ. P. 15(a)(2)]

District Judge: Hon. Jeremy Fogel  
Magistrate Judge: Hon. Patricia V.  
Trumbull

Complaint Filed: June 22, 2007  
Trial Date: None Yet Set

WHEREAS, plaintiff Finisar Corporation (“Finisar”) commenced the above-captioned action (the “Action”) by filing in the Superior Court of the State of California for the County of Santa Clara its “Complaint for Declaratory Relief” (the “Initial Complaint”) on June 22, 2007;

WHEREAS, defendant U.S. Bank Trust National Association ("Trustee") removed the Action to this Court on or about August 7, 2007;

WHEREAS, Finisar wishes to amend the Initial Complaint and file a First Amended Complaint (“Amended Complaint”); and

WHEREAS, the Trustee believes that the proposed amendment is unnecessary, but nonetheless wishes to conserve resources and expedite the resolution of this Action,

NOW, THEREFORE, IN LIGHT OF THE FOREGOING, THE TRUSTEE, BY AND  
THROUGH ITS UNDERSIGNED COUNSEL OF RECORD, HEREBY AGREES AS  
FOLLOWS:

1. Pursuant to Rule 15(a)(2) of the Federal Rules of Civil Procedure, the Trustee consents to the filing by Finisar of an Amended Complaint in the form attached hereto as Exhibit “A” hereto; and
2. The Trustee shall respond to the Amended Complaint within thirty (30) days of the filing thereof.

Dated: March 19, 2008

MICHAEL B. FISCO  
ABBY E. WILKINSON  
FAEGRE & BENSON LLP

Attorneys for Defendant

1 I, D. Anthony Rodriguez, am the ECF User whose ID and password are being used to file  
2 this Stipulation. In compliance with General Order 45, X.B., I hereby attest that Michael B. Fisco  
3 has concurred in this filing.

4 Dated: March 19, 2008

5 By: // s //  
6 D. Anthony Rodriguez

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